

RECORDATION NO. 16500-D FILED

OCT 8 '98

1-15 PM

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 16500

The name and address of the party to the enclosed document are

Borrower/Lessee Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement

Counterparts - J.A.

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 11 1998

Mr Vernon A Williams
October 7, 1998
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Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

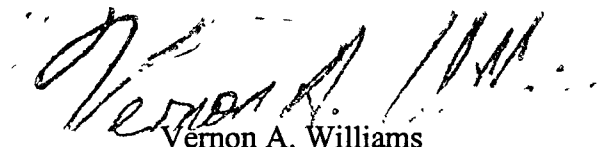
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)

988.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

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1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment
have been assigned and granted as security by the Lessor, pursuant to that certain
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor and the Secured Party in the
Subject Equipment by said section 11301, when, if, as and whether such reporting marks
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHardy

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SCHEDULE A

Item 1, Lease:

dated as of August 31, 1989

Item 2, Lessor:

Philadelphia Locomotive Lease Company, c/o Nomura Babacock and
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku,
Tokyo, Japan 103

Item 3, date of recordation of lease:

September 1, 1989

Item 4, recordation number of lease:

16500

Item 5, Security Agreements:

dated as of August 31, 1989

Item 6, Secured Party:

Barclay's Bank Tokyo Branch, C. P. O. Box 466, Mitsubishi
Building, Tokyo, Japan 100-91

Item 7, date of recordation of Security Agreements:

September 1, 1989

Item 8, recordation number of Security Agreements:

16500

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6844

**New Reporting
Marks and Identifying
Numbers**

CSXT 8712

**Original Reporting
Marks and Identifying
Numbers**

CR 6847

**New Reporting
Marks and Identifying
Numbers**

CSXT 8713

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6843
CR 6845

**New Reporting
Marks and Identifying
Numbers**

PRR 6702
PRR 6703

**Original Reporting
Marks and Identifying
Numbers**

CR 6846
CR 6849

**New Reporting
Marks and Identifying
Numbers**

PRR 6704
PRR 6706

1000-11-21

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 6th day of October 1998, before me personally appeared Thomas J McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Suzanne J. Rossumando
Notary Public

My commission expires

NOTARIAL SEAL
Suzanne J. Rossumando, Notary Public
City of Philadelphia, Phila County
My Commission Expires June 28, 1999

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